

MUDGE ROSE GUTHRIE ALEXANDER & FERDON

180 MAIDEN LANE
NEW YORK, N.Y. 10038
212-510-7000

SUITE 2020
333 SOUTH GRAND AVENUE
LOS ANGELES, CALIF. 90071
213-613-1112

2121 K STREET, N.W.
WASHINGTON, D.C. 20037

202-429-9355

CABLE ADDRESS
BALTUCHINS-WASHINGTON
ITT TELEX: 440264
TELECOPIER: 202-429-9367

SUITE 900, NORTHBRIDGE CENTRE
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FL. 33401

RECORDATION NO. 14400 Filed & Recorded

DEC 5 1986 11:30 AM
12, RUE DE LA PAIX
75002 PARIS, FRANCE
(1) 42. 61. 57. 71

INTERSTATE COMMERCE COMMISSION

DEC 5 1986

Date

30:00

1200 Washington, D. C.

December 5 1986

6-339A040

RECORDATION NO. 14400 Filed & Recorded

DEC 5 1986 11:30 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee,
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attention: Ms. Mildred Lee, Recordation Unit

RECORDATION NO. 14400 Filed & Recorded

Dear Ms. Secretary:

DEC 5 1986 11:30 AM

We have enclosed an original and a counterpart of each of the documents described below, both being fully executed and acknowledged and both to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code:

1. Release and Discharge dated December 4, 1986 releasing the security interest created by a Loan, Mortgage and Security Agreement dated as of December 20, 1983, a primary document, filed with Interstate Commerce Commission on August 13, 1984 (Recordation No. 14400-A).
2. Amendment No. 2 dated as of November 1, 1986, a secondary document, to an Equipment Lease dated as of December 20, 1983, a primary document recorded under Recordation No. 14400.
3. Refunding Loan, Mortgage and Security Agreement, dated as of November 1, 1986, a primary document which refers to and concerns the equipment that is the subject of the aforementioned Equipment Lease.

Counterpart -
Jennifer A. Gallani

Ms. Noreta R. McGee
December 5, 1986
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The names and addresses of the parties to these documents are as follows:

1. The Release and Discharge is made by:

National Cooperative Services Corporation
1115 30th Street, N.W.
Washington, D.C. 20007

2. Lessor under the Equipment Lease and Borrower under the Refunding Loan, Mortgage and Security Agreement:

Cumberland Leasing Co.
8501 West Higgins Road
Chicago, Illinois 60631

3. Lessee under the Equipment Lease:

Seminole Electric Cooperative, Inc.
P.O. Box 272000
Tampa, Florida 33618

4. Permanent Lender under the Refunding Loan, Mortgage and Security Agreement:

Columbia Bank for Cooperatives
1401 Hampton Street
Columbia, South Carolina 29201

A description of the equipment leased, released from the security interest of the Loan Agreement dated as of December 20, 1983 pursuant to the Release and Discharge and subjected to the security interest created by the Refunding Loan, Mortgage and Security Agreement follows:

Ninety-eight (98), 100-ton nominal capacity gondola cars with single rotary dump features having an A.A.R. mechanical designation of G 092, having road numbers SEMX 84200 through SEMX 84297.

Two (2), 100-ton nominal capacity gondola cars with double rotary dump features having an A.A.R. mechanical designation of G 092, having road numbers SEMX 84904 and SEMX 84905.

Ms. Noreta R. McGee
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All the above cars bear the following inscription:

"Ownership subject to a Refunding Loan, Mortgage and Security Agreement between Cumberland Leasing Co., Owner; Columbia Bank for Cooperatives, Secured Party, filed under the Interstate Commerce Act."

A fee of \$30.00 is enclosed. Please return the original to us. We have served as counsel to the Lessee in this transaction.

A short summary of the documents to appear in the index follows:

1. Primary Document: Release and Discharge dated as of December 4, 1986, made by National Services Corporation, as Secured Party, to Cumberland Leasing Company, as secured party, releasing the security interest in the Equipment Lease dated as of December 20, 1983 (Recordation no. 14400) and the railroad cars subject to such Equipment Lease. See paragraph 2., below, for a description of such railroad cars. The address of the Secured Party executing the Release and Discharge is 1115 30th Street, N.W., Washington, D.C. 20007.
2. Secondary document: Amendment No. 2, dated as of November 1, 1986 to an Equipment Lease, dated as of December 20, 1983, between Cumberland Leasing Co., as Lessor, and Seminole Electric Cooperative, Inc., as Lessee, and amending the Equipment Lease dated as of December 20, 1983, a primary document, which Equipment Lease covers ninety-eight (98), 100-ton nominal capacity gondola cars with single rotary dump features, having road numbers SEMX 84200 through SEMX 84297 and two (2), 100-ton nominal capacity gondola cars with single rotary dump features, having road numbers SEMX 84904 and SEMX 84905. The address of the Lessor is 8501 West Higgins Road, Chicago, Illinois 60631. The address of the Lessee is P.O. Box 272000, Tampa, Florida 33618.

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3. Primary document: Refunding Loan, Mortgage and Security Agreement, dated as of December 20, 1983, between Cumberland Leasing Co., as Borrower, and Columbia Bank for Cooperatives, as Lender, and covering ninety-eight (98), 100-ton nominal capacity gondola cars with single rotary dump features, having road numbers SEMX 84200 through 84297 and two (2), 100-ton nominal capacity gondola cars with single rotary dump features, having road numbers SEMX 84904 and SEMX 84905. The address of the Borrower is 8501 West Higgins Road, Chicago, Illinois 60631. The address of the Permanent Lender is 1401 Hampton Street Columbia, South Carolina 29201.

Very truly yours,

Robert B. Michel

Counsel to Lessee

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Robert B. Michel
Mude Rose Guthrie Alexander & Ferdon
2121 K Street, N.W.
Washington, DC. 20037

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12 5-1986 at 11:30 AM , and assigned re-recording number(s). 14400-8,D&E

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

**RELEASE AND DISCHARGE
OF
LOAN, MORTGAGE AND SECURITY AGREEMENT**
INTERSTATE COMMERCE COMMISSION

DEC 5 1986 . - 3 0 AM

THIS RELEASE AND DISCHARGE made this 4th day of December, 1986, by **NATIONAL COOPERATIVE SERVICES CORPORATION**, a District of Columbia cooperative corporation (the **Secured Party**) in favor of **CUMBERLAND LEASING COMPANY**, an Illinois corporation (the **Borrower**).

WHEREAS, the Borrower and the Secured Party have heretofore entered into a Loan, Mortgage and Security Agreement, dated as of December 20, 1986 (the **Loan Agreement**), granting to the Secured Party a security interest in an Equipment Lease dated as of September 30, 1983 (the **Lease**) and certain railroad cars for the transportation of coal identified in Exhibit A to the Lease as security for the Notes (as defined in the Loan Agreement, the **Notes**);

WHEREAS, such Equipment Lease and Loan, Mortgage and Security Agreement were both filed with the Interstate Commerce Commission on August 13, 1984, Recordation Number 14400 and 14400-A, respectively;

WHEREAS, such Notes and all other obligations of the Borrower secured by the Loan Agreement has been paid in full and discharged.

NOW, THEREFORE, the Secured Party does hereby forever release and discharge the Borrower and the railroad cars described in Exhibit A to Lease from the security interest of the Loan Agreement and does authorize this Release and Discharge to be filed with the Interstate Commerce Commission evidencing same.

IN WITNESS WHEREOF, the Secured Party has caused this Release and Discharge to be executed and delivered as of the date first above written.

**NATIONAL COOPERATIVE SERVICES
CORPORATION**

Attest:

By Martin R. Cramer

Ralph B. Scott

Title: Assistant Secretary

ACKNOWLEDGEMENT

DISTRICT OF COLUMBIA)

On this 4th day of December, 1986, before me personally appeared Martin R. Crowsen, to me known, who, being by me duly sworn, did depose and say that he is the Assistant Secretary of National Cooperative Services Corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporation's; that it was so affixed by authority of the By-Laws of said corporation and that he signed his name thereto by like authority.

[Notarial Seal]

Deborah L. Dull
Notary Public

Deborah L. Dull
My Commission Expires: 2-28-90